

Hearing Date: November 15, 2022 at 11:00 a.m. (prevailing Eastern Time)
Objection Deadline: November 8, 2022 at 4:00 p.m. (prevailing Eastern Time)

MCDERMOTT WILL & EMERY LLP

Darren Azman
Joseph B. Evans
One Vanderbilt Avenue
New York, New York 10017-3852
Telephone: (212) 547-5400
Facsimile: (212) 547-5444

MCDERMOTT WILL & EMERY LLP

Charles R. Gibbs (admitted *pro hac vice*)
Grayson Williams (admitted *pro hac vice*)
2501 North Harwood Street, Suite 1900
Dallas, Texas 75201-1664
Telephone: (214) 295-8000
Facsimile: (972) 232-3098

*Counsel to the Official Committee of
Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
VOYAGER DIGITAL HOLDINGS, INC., <i>et al.</i> ,)	
)	Case No. 22-10943 (MEW)
Debtors. ¹)	
)	(Jointly Administered)
)	
)	

**NOTICE OF APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF HARNEY WESTWOOD & RIEGELS LP AS BVI COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF VOYAGER
DIGITAL HOLDINGS, INC., *ET AL.*, EFFECTIVE AS OF JULY 31, 2022**

PLEASE TAKE NOTICE that a hearing on the *Application for Order Authorizing
the Employment and Retention of Harney Westwood & Riegels LP as BVI Counsel to the
Official Committee of Unsecured Creditors of Voyager Digital Holdings, Inc., et al., Effective
as of July 31, 2022* (the "Application") filed by the Official Committee of Unsecured

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Voyager Digital Holdings, Inc.'s and Voyager Digital Ltd.'s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC's principal place of business is 701 S. Miami Ave, 8th Floor, Miami, FL 33131.

Creditors of Voyager Digital Holdings, *et al.* (the "Committee") will be held on **November 15, 2022 at 11:00 a.m., prevailing Eastern Time** (the "Hearing"). In accordance with General Order M-543 dated March 20, 2020, the Hearing will be conducted telephonically. Any parties wishing to participate must do so by making arrangements through CourtSolutions by visiting <https://www.court-solutions.com>.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the relief requested in the Application shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York; (c) be filed electronically with the Court on the docket of *In re Voyager Digital Holdings, Inc.*, No. 22-10943 (MEW) by registered users of the Court's electronic filing system and in accordance with all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York (which are available on the Court's website at <http://www.nysb.uscourts.gov>); and (d) be served so as to be actually received by **November 8, 2022 at 4:00 p.m., prevailing Eastern Time**, by the entities on the Master Service List available on the case website of the above-captioned debtors and debtors in possession (the "Debtors") at <https://cases.stretto.com/Voyager>.

PLEASE TAKE FURTHER NOTICE that only those responses or objections that are timely filed, served, and received will be considered at the Hearing. Failure to file a timely objection may result in entry of a final order granting the Application as requested by the Committee.

PLEASE TAKE FURTHER NOTICE that copies of the Application and other pleadings filed in these chapter 11 cases may be obtained free of charge by visiting the website of Stretto at <https://cases.stretto.com/Voyager>. You may also obtain copies of the

Application and other pleadings filed in these chapter 11 cases by visiting the Court's website
at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: New York, New York
October 31, 2022

MCDERMOTT WILL & EMERY LLP

/s/ Darren Azman

Darren Azman
Joseph B. Evans
One Vanderbilt Avenue
New York, NY 10017-3852
Telephone: (212) 547-5400
Facsimile: (212) 547-5444
E-mail: dazman@mwe.com
E-mail: jbevans@mwe.com

and

Charles R. Gibbs (admitted *pro hac vice*)
Grayson Williams (admitted *pro hac vice*)
2501 North Harwood Street, Suite 1900
Dallas, TX 75201
Telephone: (214) 295-8000
Facsimile: (972) 232-3098
E-mail: crgibbs@mwe.com
E-mail: gwilliams@mwe.com

and

Gregg Steinman (admitted *pro hac vice*)
333 SE 2nd Avenue, Suite 4500
Miami, FL 33131-2184
Telephone: (305) 329-4473
Facsimile: (305) 503-8805
E-mail: gsteinman@mwe.com

*Counsel to the Official
Committee of Unsecured Creditors*

MCDERMOTT WILL & EMERY LLP

Darren Azman
Joseph B. Evans
One Vanderbilt Avenue
New York, New York 10017-3852
Telephone: (212) 547-5400
Facsimile: (212) 547-5444

MCDERMOTT WILL & EMERY LLP

Charles R. Gibbs (admitted *pro hac vice*)
Grayson Williams (admitted *pro hac vice*)
2501 North Harwood Street, Suite 1900
Dallas, Texas 75201-1664
Telephone: (214) 295-8000
Facsimile: (972) 232-3098

*Counsel to the Official Committee of
Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
VOYAGER DIGITAL HOLDINGS, INC., <i>et al.</i> ,)	Case No. 22-10943 (MEW)
Debtors. ¹)	(Jointly Administered)
)	
)	

**APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF HARNEY WESTWOOD & RIEGELS LP AS BVI COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF VOYAGER
DIGITAL HOLDINGS, INC., *ET AL.*, EFFECTIVE AS OF JULY 31, 2022**

The Official Committee of Unsecured Creditors (the "Committee") appointed in the above-captioned chapter 11 cases (the "Chapter 11 Cases") of Voyager Digital Holdings, Inc., *et al.* (collectively, the "Debtors") hereby submits this *Application for Order Authorizing the Employment and Retention of Harney Westwood & Riegels LP as BVI Counsel to the Official*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Voyager Digital Holdings, Inc.'s and Voyager Digital Ltd.'s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC's principal place of business is 701 S. Miami Ave, 8th Floor, Miami, FL 33131.

Committee of Unsecured Creditors of Voyager Digital Holdings, Inc., et al., Effective as of July 31, 2022 (the "Application"), pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the "Bankruptcy Code"), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), for entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Proposed Order"), authorizing the employment and retention of Harney Westwood & Riegels LP ("Harneys") as BVI counsel to the Committee. In support of this Application, the Committee submits the declaration of Christopher Pease, a partner at Harneys, attached hereto as **Exhibit B** (the "Pease Declaration"). In further support of this Application, the Committee respectfully states as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of New York (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the Southern District of New York, entered February 1, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Committee confirms its consent to the Court entering a final order in connection with the Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1.

BACKGROUND

4. On July 5, 2022 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief (the "Chapter 11 Cases") under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

5. . As of the date hereof, no request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases.

6. On July 22, 2022, the Committee selected McDermott Will & Emery LLP ("McDermott") as its counsel. On July 25, 2022, the Committee selected FTI Consulting, Inc. ("FTI") to serve as its financial advisor. On July 31, 2022, the Committee selected Harneys to serve as its BVI Counsel, subject to Court approval.

7. On June 27, 2022, the High Court of Justice in the British Virgin Islands, Commercial Division (the "BVI Court") heard (i) an application filed by Three Arrows Capital Ltd ("3AC") for the appointment of joint liquidators in respect of itself, 3AC, and (ii) an application filed by a creditor of 3AC, DRB Panama Inc, to appoint joint provisional liquidators and thereafter, liquidators in respect of 3AC. After the hearings, the BVI Court entered an order appointing Russell Crumpler and Christopher Farmer of Teneo (BVI) Limited as joint liquidators of 3AC (the "3AC Liquidation").

8. The Debtors are one of 3AC's largest creditors and are a member of the Creditors' Committee in the 3AC Liquidation. In these Chapter 11 Cases, creditor recoveries can be materially affected by the outcome of the 3AC Liquidation. Accordingly, the Committee determined that it was appropriate to retain BVI Counsel.

RELIEF REQUESTED

9. By the Application, the Committee seeks entry of an order, substantially in the form of the Proposed Order, authorizing it to retain and employ Harneys as its BVI counsel

pursuant to Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, effective as of July 31, 2022.

RETENTION OF HARNEYS

10. Harneys is a global offshore law firm that is headquartered in and maintains an office in the BVI. Harneys was founded in 1960 and has a widely diversified practice, including litigation and insolvency, corporate and commercial law, private wealth, funds, banking, finance, regulatory, and tax. Harneys BVI Litigation and Insolvency team currently employs 19 lawyers and six members of support staff (including paralegal and secretarial staff).

11. The Committee selected Harneys as BVI counsel, because of Harneys' expertise in insolvency, restructuring, investigations, corporate crimes and fraud, corporate and commercial litigation matters. Harneys also has extensive knowledge of digital assets and the tracing and recovery of digital assets, which may be relevant to this particular appointment. Accordingly, Harneys is well suited for the type of representation required by the Committee.

12. Harneys also has specific and relevant experience in the representation of liquidators and trustees including trustees in bankruptcy proceedings, and has provided advice on complex and litigious (and potentially litigious) issues that arise in the course of the administration of trusts and regularly appear before the British Virgin Islands courts. Harneys has experience with liaising and working cooperatively with overseas lead counsel by assisting with compliance with BVI rules and procedures, attending to routine and administrative matters as they arise, and otherwise providing services as may be required by lead counsel and in the best interests of its clients, all in a manner that promotes efficiency and avoids any unnecessary duplication of efforts by counsel.

13. The Committee anticipates that Harneys will render general legal services, as BVI counsel, as needed throughout the course of the Chapter 11 Cases, including in respect of bankruptcy, litigation, investigations, real estate, tax, and other matters.

14. In accordance with Part F of the Revised UST Guidelines (defined below), McDermott will serve as lead counsel to the Committee. Harneys will have primary responsibility for the British Virgin Islands services described above, and will take measures to avoid any duplication of efforts.

15. To avoid any duplication of effort and to provide services to the Committee in the most efficient and cost-effective manner, Harneys will coordinate with McDermott regarding their respective responsibilities in the Chapter 11 Cases.

16. The Committee requests that all fees and related costs and expenses incurred by the Committee on account of services rendered by Harneys in connection with the Chapter 11 Cases be paid as administrative expenses of the Debtors' estates pursuant to Bankruptcy Code sections 328, 330, 331, 503(b) and 507(a)(2). Subject to this Court's approval, Harneys will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered.

17. Harneys hourly rates are \$150.00 - \$275.00 for paralegal work; \$400.00 - \$800.00 for associates and counsel; and up to \$1050.00 for partners. Harneys' hourly rates are subject to periodic adjustments to reflect economic and other conditions.² It is anticipated that Harneys services will primarily be provided by Peter Ferrer, whose hourly rate is

² Harneys hourly rates are typically revised at the end of each calendar year to reflect experience, seniority, and standing. These step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*) (the "Revised UST Guidelines"). As set forth in the Proposed Order, Harneys will provide ten business days' notice to the Debtor, the Assistant United States Trustee for the District of Connecticut (the "U.S. Trustee"), and counsel to the Committee and any other official committee, before implementing periodic increases, and shall file any such notice with the Court.

\$1050.00, Christopher Pease whose hourly rate is \$925 and Megan Elms, whose hourly rate is \$420.00.

18. Harneys will also bill for out-of-pocket expenses made on behalf of the Committee, including photocopying, filing fees and international couriers, in accordance with practices in this District.

19. Harneys has advised the Committee that it will apply for reimbursement of expenses in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules and the applicable Local Rules. Harneys has advised the Committee that it also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with this Application and in the interim and final fee applications to be filed by Harneys in the Chapter 11 Cases. To that end, Harneys has advised the Committee that it responds to the questions set forth in Section D of the Revised UST Guidelines as follows:

a. Harneys did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this agreement, save that Harneys agreed to waive its ordinary outlays and expenses charge usually applicable and applied at a rate four and half per cent of professional fees incurred. There is also a minor reduction to the hourly rate of Megan Elms;

b. No rate of any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case.

c. Harneys did not represent any member of the Committee in connection with the Chapter 11 Cases prior to its retention by the Committee.

d. Harneys expects to develop a prospective budget and staffing plan to comply reasonably with the U.S. Trustee's request for information and additional disclosures, as to which Harneys reserves all rights; and

e. The Committee has approved Harneys' proposed hourly billing rates. The Harneys key lawyers staffed on the Debtors' Chapter 11 Cases, subject to modification depending upon further development, are set forth in above paragraph 17.

20. Upon information and belief, and to the best of the Committee's knowledge in reliance upon the Pease Declaration, and except as disclosed therein, Harneys does not have any relationships with the Debtor, its creditors, or any other party-in-interest, their respective

attorneys and accountants, the United States Trustee, or any person employed in the Office of the U.S. Trustee.

NUNC PRO TUNC RELIEF

21. The Committee believes that the employment of Harneys, to July 31, 2022, is warranted under the circumstances. Harneys has provided, and will continue to provide, valuable services to the Committee in connection with the Chapter 11 Cases and the 3AC Liquidation. As noted above, on July 31, 2022, the Committee selected Harneys as its BVI counsel and requested that Harneys immediately commence work on important, time-sensitive matters, which required Harneys to devote significant resources, promptly, to the Debtors' Chapter 11 Cases prior to the submission and approval of this Application. Since its selection as counsel to the Committee, Harneys, on behalf of the Committee, has worked closely with the Committee's advisors, and other parties-in-interest regarding the 3AC Liquidation.

NOTICE

22. Notice of this Application has been provided in accordance with the *Final Order (I) Establishing Certain Notice, Case Management, and Administrative Procedures and (II) Granting Related Relief* [Docket No. 240]. The Committee submits that, in light of the nature of the relief requested, no other or further notice need be given.


CONCLUSION

WHEREFORE, the Committee respectfully requests that the Court enter an order, substantially in the form of the Proposed Order, authorizing the Committee to retain and employ Harneys as its BVI counsel in the Chapter 11 Cases, effective as of July 31, 2022, and (b) provide the Committee with such other and further relief as the Court may deem just, proper, and equitable.

Dated: New York, New York
October 31, 2022

Respectfully submitted,

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF VOYAGER DIGITAL HOLDINGS, INC., *ET*
*AL.***

By: 
Jason Raznick, not in his individual capacity but
solely as Chair of the Official Committee of
Unsecured Creditors of Voyager Digital
Holdings, Inc., *et al.*

CERTIFICATE OF SERVICE

I hereby certify that on this 31st day of October, 2022, a true and correct copy of the foregoing *Notice of Application* (the “Notice”) and *Application for Order Authorizing the Employment and Retention of Harney Westwood & Riegels LP as BVI Counsel to the Official Committee of Unsecured Creditors of Voyager Digital Holdings, Inc., et al. Effective as of July 31, 2022* (the “Application”) has been served on the service list via (i) electronic notification pursuant to the CM/ECF system for the United States Bankruptcy Court for the Southern District of Texas and (ii) e-mail, as indicated in the service list attached hereto. I further certify that I caused the Notice and Application to be served on November 1, 2022, by First Class U.S. Mail, as indicated in the service list attached hereto.

/s/ Darren Azman
Darren Azman

SERVICE LIST

Name	Attention	Address 1	Address 2	City	State	Zip	Country	Email	Method of Service
DISTRICT OF COLUMBIA	OFFICE OF THE ATTORNEY GENERAL	400 6TH STREET NW		WASHINGTON	DC	20001		OAG@DC.GOV	VIA E-MAIL
FRANCINE DE SOUSA	C/O SISKINDS LLP	ATTN: ANTHONY O'BRIEN	100 LOMBARD STREET SUITE 302	TORONTO	ON	M5C1M3		ANTHONY.OBRIEN@SISKINDS.COM	VIA E-MAIL
FRANCINE DE SOUSA	C/O SISKINDS LLP	ATTN: MICHAEL G. ROBB & GARETT M. HUNTER	275 DUNDAS STREET UNIT 1	LONDON	ON	N6B3L1		MICHAEL.ROBB@SISKINDS.COM GARETT.HUNTER@SISKINDS.COM	VIA E-MAIL
GOOGLE, LLC		1600 AMPHITHEATRE PKWY		MOUNTAIN VIEW	CA	94043		COLLECTIONS@GOOGLE.COM	VIA E-MAIL
INTERNAL REVENUE SERVICE		PO BOX 7346		PHILADELPHIA	PA	19101-7346			VIA FIRST CLASS MAIL
OFFICE OF THE UNITED STATES TRUSTEE	FOR THE SOUTHERN DIST OF NEW YORK	ATTN: RICHARD C. MORRISSEY, ESQ. AND MARK BRUH, ESQ.	201 VARICK STREET, ROOM 1006	NEW YORK	NY	10014		RICHARD.MORRISSEY@USDOJ.GOV MARK.BRUH@USDOJ.GOV	VIA E-MAIL VIA E-MAIL
SECURITIES & EXCHANGE COMMISSION		100 F STREET NE		WASHINGTON	DC	20549		SECBANKRUPTCY-OGC-ADO@SEC.GOV	VIA E-MAIL
SECURITIES & EXCHANGE COMMISSION	NEW YORK REGIONAL OFFICE	100 PEARL STREET SUITE 20-100		NEW YORK	NY	10004-2616		NYROBANKRUPTCY@SEC.GOV	VIA E-MAIL
SECURITIES & EXCHANGE COMMISSION	NEW YORK REGIONAL OFFICE	ATTN: ANDREW CALAMARI REGIONAL DIRECTOR	200 VESEY STREET SUITE 400	NEW YORK	NY	10281-1022		BANKRUPTCYNOTICESCHR@SEC.GOV	VIA E-MAIL
STATE OF ALABAMA	OFFICE OF THE ATTORNEY GENERAL	501 WASHINGTON AVE		MONTGOMERY	AL	36104		CONSUMERINTEREST@ALABAMAAG.GO	VIA E-MAIL
STATE OF ALASKA	OFFICE OF THE ATTORNEY GENERAL	1031 W 4TH AVE, STE 200		ANCHORAGE	AK	99501		ATTORNEY.GENERAL@ALASKA.GOV	VIA E-MAIL
STATE OF ARIZONA	OFFICE OF THE ATTORNEY GENERAL	2005 N CENTRAL AVE		PHOENIX	AZ	85004		AGINFO@AZAG.GOV	VIA E-MAIL
STATE OF ARKANSAS	OFFICE OF THE ATTORNEY GENERAL	323 CENTER ST, STE 200		LITTLE ROCK	AR	72201		OAG@ARKANSASAG.GOV	VIA E-MAIL
STATE OF CALIFORNIA	OFFICE OF THE ATTORNEY GENERAL	PO BOX 944255		SACRAMENTO	CA	94244-2550		XAVIER.BECERRA@DOJ.CA.GOV	VIA E-MAIL
STATE OF COLORADO	OFFICE OF THE ATTORNEY GENERAL	RALPH L. CARR JUDICIAL BUILDING	1300 BROADWAY, 10TH FL	DENVER	CO	80203		CORA.REQUEST@COAG.GOV	VIA E-MAIL
STATE OF CONNECTICUT	OFFICE OF THE ATTORNEY GENERAL	165 CAPITAL AVENUE		HARTFORD	CT	06106		ATTORNEY.GENERAL@CT.GOV	VIA E-MAIL
STATE OF FLORIDA	OFFICE OF THE ATTORNEY GENERAL	THE CAPITOL PL01		TALLHASSEE	FL	32399		ASHLEY.MOODY@MYFLORIDALEGAL.CO	VIA E-MAIL
STATE OF GEORGIA	OFFICE OF THE ATTORNEY GENERAL	40 CAPITOL SQ SW		ATLANTA	GA	30334			VIA FIRST CLASS MAIL
STATE OF HAWAII	OFFICE OF THE ATTORNEY GENERAL	425 QUEEN STREET		HONOLULU	HI	96813		HAWAIIAG@HAWAII.GOV	VIA E-MAIL
STATE OF IDAHO	OFFICE OF THE ATTORNEY GENERAL	700 W. JEFFERSON ST, SUITE 210	PO BOX 83720	BOISE	ID	83720		LAWRENCE.WASDEN@AG.IDAHO.GOV AGWASDEN@AG.IDAHO.GOV	VIA E-MAIL
STATE OF ILLINOIS	OFFICE OF THE ATTORNEY GENERAL	JAMES R. THOMPSON CENTER	100 W. RANDOLPH ST	CHICAGO	IL	60601		INFO@LISAMADIGAN.ORG	VIA E-MAIL
STATE OF INDIANA	OFFICE OF THE INDIANA ATTORNEY GENERAL	INDIANA GOVERNMENT CENTER SOUTH	302 W WASHINGTON ST, 5TH FLOOR		IN	46204			VIA FIRST CLASS MAIL
STATE OF IOWA	OFFICE OF THE ATTORNEY GENERAL	HOOVER STATE OFFICE BUILDING	1305 E. WALNUT STREET	DES MOINES	IA	50319		CONSUMER@AG.IOWA.GOV	VIA E-MAIL
STATE OF KANSAS	ATTN: ATTORNEY GENERAL DEREK SCHMIDT	120 SW 10TH AVE, 2ND FLOOR		TOPEKA	KS	66612		DEREK.SCHMIDT@AG.KS.GOV	VIA E-MAIL
STATE OF KENTUCKY	ATTORNEY GENERAL - DANIEL CAMERON	700 CAPITAL AVENUE, SUITE 118		FRANKFORT	KY	40601			VIA FIRST CLASS MAIL
STATE OF LOUISIANA	DEPT. OF JUSTICE - ATTORNEY GENERAL'S OFFICE	300 CAPITAL DRIVE		BATON ROUGE	LA	70802		ADMININFO@AG.STATE.LA.US	VIA E-MAIL
STATE OF MAINE	OFFICE OF THE ATTORNEY GENERAL	6 STATE HOUSE STATION		AUGUSTA	ME	04333		ATTORNEY.GENERAL@MAINE.GOV	VIA E-MAIL
STATE OF MARYLAND	OFFICE OF THE ATTORNEY GENERAL	200 ST. PAUL PLACE		BALTIMORE	MD	21202		OAG@OAG.STATE.MD.US	VIA E-MAIL
STATE OF MASSACHUSETTS	ATTORNEY GENERAL'S OFFICE	1 ASHBURTON PLACE, 20TH FLOOR		BOSTON	MA	02108			VIA FIRST CLASS MAIL
STATE OF MICHIGAN	DEPARTMENT OF ATTORNEY GENERAL	525 W OTTAWA ST		LANSING	MI	48906			VIA FIRST CLASS MAIL
STATE OF MINNESOTA	OFFICE OF THE ATTORNEY GENERAL	445 MINNESOTA ST, STE 1400		ST. PAUL	MN	55101		ATTORNEY.GENERAL@AG.STATE.MN.US	VIA E-MAIL
STATE OF MISSISSIPPI	OFFICE OF THE ATTORNEY GENERAL	WALTER SILLERS BUILDING	550 HIGH ST, PO BOX 220	JACKSON	MS	39201			VIA FIRST CLASS MAIL
STATE OF MISSOURI	OFFICE OF THE ATTORNEY GENERAL	SUPREME COURT BUILDING	207 W HIGH ST	JEFFERSON CITY	MO	65101		CONSUMER.HELP@AGO.MO.GOV	VIA E-MAIL
STATE OF MONTANA	OFFICE OF THE ATTORNEY GENERAL	JUSTICE BUILDING, 3RD FLOOR	215 N SANDERS, PO BOX 201401	HELENA	MT	59602		CONTACTDOJ@MT.GOV	VIA E-MAIL
STATE OF NEBRASKA	OFFICE OF THE ATTORNEY GENERAL	2115 STATE CAPITOL		LINCOLN	NE	68509			VIA FIRST CLASS MAIL
STATE OF NEVADA	OFFICE OF THE ATTORNEY GENERAL	OLD SUPREME COURT BUILDING	100 N CARSON ST	CARSON CITY	NV	89701			VIA FIRST CLASS MAIL
STATE OF NEW HAMPSHIRE	OFFICE OF THE ATTORNEY GENERAL	NH DEPARTMENT OF JUSTICE	33 CAPITOL ST.	CONCORD	NH	03301		ATTORNEYGENERAL@DOJ.NH.GOV	VIA E-MAIL
STATE OF NEW JERSEY	OFFICE OF THE ATTORNEY GENERAL	RICHARD J. HUGHES JUSTICE COMPLEX	25 MARKET ST 8TH FL, WEST WING BOX 080	TRENTON	NJ	08611			VIA FIRST CLASS MAIL
STATE OF NEW MEXICO	OFFICE OF THE ATTORNEY GENERAL	408 GALISTEO STREET	VILLAGRA BUILDING	SANTA FE	NM	87501		HBALDERAS@NMAG.GOV	VIA E-MAIL
STATE OF NEW YORK	OFFICE OF THE ATTORNEY GENERAL	THE CAPITOL	2ND FLOOR	ALBANY	NY	12224			VIA FIRST CLASS MAIL
STATE OF NORTH CAROLINA	OFFICE OF THE ATTORNEY GENERAL	114 W EDENTON ST		RALEIGH	NC	27603			VIA FIRST CLASS MAIL
STATE OF NORTH DAKOTA	OFFICE OF THE ATTORNEY GENERAL	STATE CAPITOL, 600 E	DEPT. 125	BISMARCK	ND	58505		NDAG@ND.GOV	VIA E-MAIL
STATE OF OHIO	OFFICE OF THE ATTORNEY GENERAL	STATE OFFICE TOWER	30 E BROAD ST 14TH FL	COLUMBUS	OH	43215			VIA FIRST CLASS MAIL
STATE OF OKLAHOMA	OFFICE OF THE ATTORNEY GENERAL	313 NE 21ST ST		OKLAHOMA CITY	OK	73105		QUESTIONS@OAG.OK.GOV	VIA E-MAIL
STATE OF OREGON	OFFICE OF THE ATTORNEY GENERAL	1162 COURT ST NE		SALEM	OR	97301-4096		ELLEN.ROSENBLUM@DOG.STATE.OR.US ATTORNEYGENERAL@DOJ.STATE.OR.U	VIA E-MAIL
STATE OF PENNSYLVANIA	OFFICE OF THE ATTORNEY GENERAL	STRAWBERRY SQUARE 16TH FL		HARRISBURG	PA	17120			VIA FIRST CLASS MAIL
STATE OF RHODE ISLAND	OFFICE OF THE ATTORNEY GENERAL	150 S MAIN ST		PROVIDENCE	RI	02903		AG@RIAG.RI.GOV	VIA E-MAIL
STATE OF SOUTH CAROLINA	OFFICE OF THE ATTORNEY GENERAL	PO BOX 11549		COLUMBIA	SC	29211			VIA FIRST CLASS MAIL
STATE OF SOUTH CAROLINA	OFFICE OF THE ATTORNEY GENERAL	REMBERT C. DENNIS BLDG	1000 ASSEMBLY ST RM 519	COLUMBIA	SC	29201			VIA FIRST CLASS MAIL
STATE OF SOUTH DAKOTA	OFFICE OF THE ATTORNEY GENERAL	1302 E HIGHWAY 14, STE 1		PIERRE	SD	57501-8501			VIA FIRST CLASS MAIL

STATE OF TENNESSEE	OFFICE OF THE ATTORNEY GENERAL	PO BOX 20207		NASHVILLE	TN	37202-0207		VIA FIRST CLASS MAIL
STATE OF TEXAS	OFFICE OF THE ATTORNEY GENERAL	300 W. 15TH ST		AUSTIN	TX	78701		VIA FIRST CLASS MAIL
STATE OF UTAH	OFFICE OF THE ATTORNEY GENERAL	UTAH STATE CAPITOL COMPLEX	350 NORTH STATE ST STE 230	SALT LAKE CITY	UT	84114	UAG@UTAH.GOV	VIA E-MAIL
STATE OF VERMONT	OFFICE OF THE ATTORNEY GENERAL	109 STATE ST.		MONTPELIER	VT	05609	AGO.INFO@VERMONT.GOV	VIA E-MAIL
STATE OF VIRGINIA	OFFICE OF THE ATTORNEY GENERAL	202 N. NINTH ST.		RICHMOND	VA	23219	MAIL@OAG.STATE.VA.US	VIA E-MAIL
STATE OF WASHINGTON	OFFICE OF THE ATTORNEY GENERAL	1125 WASHINGTON ST SE		OLYMPIA	WA	98501		VIA FIRST CLASS MAIL
STATE OF WASHINGTON	OFFICE OF THE ATTORNEY GENERAL	PO BOX 40100		OLYMPIA	WA	98504-00		VIA FIRST CLASS MAIL
STATE OF WEST VIRGINIA	OFFICE OF THE ATTORNEY GENERAL	STATE CAPITOL, 1900 KANAWHA	BUILDING 1 RM E-26	CHARLESTON	WV	25305	CONSUMER@WVAGO.GOV	VIA E-MAIL
STATE OF WISCONSIN	OFFICE OF THE ATTORNEY GENERAL	17 WEST MAIN STREET, ROOM 114 EAST P		MADISON	WI	53702		VIA FIRST CLASS MAIL
STATE OF WYOMING	OFFICE OF THE ATTORNEY GENERAL	109 STATE CAPITOL		CHEYENNE	WY	82002		VIA FIRST CLASS MAIL
TORONTO STOCK EXCHANGE		300 - 100 ADELAIDE ST.		WEST TORONTO	ON	M5H 1S3	WEBMASTER@TMX.COM	VIA E-MAIL
UNITED STATES ATTORNEY'S OFFICE	SOUTHERN DISTRICT OF NEW YORK	ONE ST. ANDREWS PLAZA		NEW YORK	NY	10007		VIA FIRST CLASS MAIL
UNITED STATES DEPARTMENT OF KELLEHER PLACE MANAGEMENT, LLC	ATTORNEY GENERAL OF THE U.S.	950 PENNSYLVANIA AVE, NW	SUITE 3700	WASHINGTON	DC	20530-0001		VIA FIRST CLASS MAIL
	HORWOOD MARCUS & BERK CHARTERED	500 W. MADISON ST.		CHICAGO	IL	60661	AHAMMER@HMBLAW.COM NDELMAN@HMBLAW.COM	VIA ECF VIA E-MAIL
METROPOLITAN COMMERCIAL BANK	BALLARD SPAHR LLP	200 IDS CENTER	80 SOUTH 8TH STREET	MINNEAPOLIS	MN	55402-2119	SINGER@BALLARDSPAHR.COM	VIA E-MAIL
METROPOLITAN COMMERCIAL BANK	WACHTELL, LIPTON, ROSEN & KATZ	51 WEST 52ND STREET		NEW YORK	NY	10019-6150	RGMASON@WLRK.COM ARWOLF@WLRK.COM AKHERRING@WLRK.COM	VIA E-MAIL VIA ECF VIA E-MAIL
JASON RAZNICK	JAFFE RAITT HEUER & WEISS, P.C.	27777 FRANKLIN ROAD	SUITE 2500	SOUTHFIELD	MI	48034	PHAGE@JAFFELAW.COM	VIA ECF
STEVE LAIRD	FORSHEY & PROSTOK LLP	777 MAIN STREET	SUITE 1550	FORT WORTH	TX	76102	BFORSHEY@FORSHEYPROSTOK.COM	VIA ECF
ORACLE AMERICA, INC.	BUCHALTER, A PROFESSIONAL CORPORATION	425 MARKET ST.	SUITE 2900	SAN FRANCISCO	CA	94105	SCHRISTIANSON@BUCHALTER.COM	VIA ECF
ALAMEDA RESEARCH LLC & AFFILIATES	SULLIVAN & CROMWELL LLP	125 BROAD STREET		NEW YORK	NY	10004	DIETDERICH@SULLCROM.COM GLUECKSTEIN@SULLCROM.COM BELLER@SULLCROM.COM	VIA ECF VIA ECF VIA E-MAIL
VOYAGER DIGITAL HOLDINGS, INC., ET AL.	KIRKLAND & ELLIS LLP KIRKLAND & ELLIS INTERNATIONAL LLP	601 LEXINGTON AVENUE		NEW YORK	NY	10022	JSUSSBERG@KIRKLAND.COM CMARCUS@KIRKLAND.COM CHRISTINE.OKIKE@KIRKLAND.COM ALLYSON.SMITH@KIRKLAND.COM	VIA ECF VIA E-MAIL VIA E-MAIL VIA E-MAIL
EMERALD OCEAN ISLE, LLC, AMANO GLOBAL HOLDINGS, INC., SHINGO LAVINE, AND ADAM LAVINE	C/O GOLDSTEIN & MCCLINKOCK LLP	ATTN: MATTHEW E. MCCLINTOCK, HARLEY GOLDSTEIN, AND STEVE YACHIK	111 W WASHINGTON STREET SUITE 1221	CHICAGO	IL	60602	MATTM@GOLDMCLAW.COM HARLEYG@RESTRUCTURINGSHOP.COM STEVENY@GOLDMCLAW.COM	VIA E-MAIL VIA E-MAIL VIA E-MAIL
EMERALD OCEAN ISLE, LLC, AMANO GLOBAL HOLDINGS, INC., SHINGO LAVINE, AND ADAM LAVINE	C/O LAW OFFICES OF DOUGLAS T. TABACHNIK, P.C.	ATTN: DOUGLAS T. TABACHNIK	63 WEST MAIN STREET SUITE C	FREEHOLD	NJ	07728-2141	DTABACHNIK@DTTLAW.COM	VIA ECF
MATTHEW EDWARDS	C/O LIZ GEORGE AND ASSOCIATES	ATTN: LYSBETH GEORGE	8101 S. WALKER SUITE F	OKLAHOMA CITY	OK	73139	GEORGEAWOK@GMAIL.COM	VIA ECF
TEXAS STATE SECURITIES BOARD	OFFICE OF THE ATTORNEY GENERAL OF TEXAS	ATTN: ABIGAIL R RYAN, LAYLA D MILLIGAN & JASON B BINFORD	BANKRUPTCY & COLLECTIONS DIVISION PO BOX 12548	AUSTIN	TX	78711-2548	ABIGAIL.RYAN@OAG.TEXAS.GOV LAYLA.MILLIGAN@OAG.TEXAS.GOV JASON.BINFORD@OAG.TEXAS.GOV	VIA ECF VIA E-MAIL VIA E-MAIL
OFFICE OF THE ATTORNEY GENERAL OF TEXAS		ATTN: ROMA N. DESAI	BANKRUPTCY & COLLECTIONS DIVISION PO BOX 12548	AUSTIN	TX	78711-2548	ROMA.DESAI@OAG.TEXAS.GOV	VIA ECF
OFFICE OF THE ATTORNEY GENERAL	BANKRUPTCY DIVISION	ATTN: MARVIN E. CLEMENTS, JR.	BANKRUPTCY DIVISION P.O. BOX 20207	NASHVILLE	TN	37202-0207	AGBANKNEWYORK@AG.TN.GOV	VIA ECF
VERMONT DEPARTMENT OF FINANCIAL REGULATION	ASSISTANT GENERAL COUNSEL	ATTN: JENNIFER ROOD	89 MAIN STREET THIRD FLOOR	MONTPELIER	VT	05620	JENNIFER.ROOD@VERMONT.GOV	VIA ECF
ROBERT SNYDERS & LISA SNYDERS	C/O JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP	ATTN: ANGELINA E. LIM	401 E JACKSON STREET SUITE 3100	TAMPA	FL	33602	ANGELINAL@JPFFIRM.COM	VIA ECF
MICHAEL LEGG	C/O MCCARTHY, LEBIT, CRYSTAL & LIEFFMAN CO.	ATTN: ROBERT R. KRACHT & NICHOLAS R. OLESKI	1111 SUPERIOR AVENUE EAST SUITE 2700	CLEVELAND	OH	44114	RRK@MCCARTHYLEBIT.COM NRO@MCCARTHYLEBIT.COM	VIA E-MAIL VIA ECF
MICHAEL GENTSCH	C/O BARSKI LAW PLC	ATTN: CHRIS D. BRASKI	9375 E. SHEA BLVD. STE 100	SCOTTSDALE	AZ	85260	CBARSKI@BARSKILAW.COM	VIA ECF
ILLINOIS SECRETARY OF STATE	C/O OFFICE OF THE ATTORNEY GENERAL	ATTN: JOHN P. REDING	100 W. RANDOLPH ST FLOOR 13	CHICAGO	IL	60601	JOHN.REDING@ILAG.GOV	VIA ECF
GEORGIA DEPARTMENT OF BANKING AND FINANCE		ATTN: NATHAN HOVEY, ASSISTANT ATTORNEY GENERAL	DEPARTMENT OF LAW 40 CAPITOL SQUARE SW	ATLANTA	GA	30334	NHOVEY@LAW.GA.GOV	VIA ECF
MARK CUBAN AND DALLAS BASKETBALL LIMITED, D/B/A DALLAS MAVERICKS	C/O BROWN RUDNICK LLP	ATTN: SIGMUND S. WISSNER-GROSS ESQ. & KENNETH J. AULET	SEVEN TIMES SQUARE	NEW YORK	NY	10036	SWISSNER-GROSS@BROWNRUDNICK.COM KAULET@BROWNRUDNICK.COM	VIA ECF VIA E-MAIL
MARK CUBAN AND DALLAS BASKETBALL LIMITED D/B/A DALLAS MAVERICKS	C/O BROWN RUDNICK LLP	ATTN: STEPHEN A. BEST ESQ & RACHEL O. WOLKINSON, ESQ.	601 THIRTEENTH STREET NW SUITE 600	WASHINGTON	DC	2005	SBEST@BROWNRUDNICK.COM RWOLKINSON@BROWNRUDNICK.COM	VIA E-MAIL VIA E-MAIL
ED BOLTON	C/O AKERMAN LLP	ATTN: R. ADAM SWICK, JOHN H. THOMPSON, JOANNE GELFAND	1251 AVENUE OF THE AMERICAS, 37TH FL	NEW YORK	NY	10020	ADAM.SWICK@AKERMAN.COM; JOHN.THOMPSON@AKERMAN.COM; JOANNE.GELFAND@AKERMAN.COM	VIA ECF VIA ECF VIA ECF
JON GIACOBBE		ATTN: A. MANNY ALCANDRO	11 BROADWAY SUITE 615	NEW YORK	NY	10004	MANNY@ALCANDROLAWOFFICE.COM	VIA ECF
WELLS FARGO BANK, N.A.	C/O ALDRIDGE PITE, LLP	ATTN: GREGORY WALLACH	FIFTEEN PIEDMONT CENTER 3575 PIEDMONT ROAD, N.E.	ATLANTA	GA	30305	GWALLACH@ALDRIDGEPIE.COM	VIA ECF
AD HOC GROUP OF EQUITY INTEREST HOLDERS	C/O KILPATRICK TOWNSEND & STOCKTON LLP	ATTN: DAVID M. POSNER & KELLY E MOYNIHAN	THE GRACE BUILDING 1114 AVENUE OF THE	NEW YORK	NY	10036	DPOSNER@KILPATRICKTOWNSEND.COM KMOYNIHAN@KILPATRICKTOWNSEND.COM	VIA ECF
AD HOC GROUP OF EQUITY INTEREST HOLDERS	C/O KILPATRICK TOWNSEND & STOCKTON LLP	ATTN: PAUL M. ROSENBLATT	1100 PEACHTREE STREET NE SUITE 2800	ATLANTA	GA	30309	PROSENBLATT@KILPATRICKTOWNSEND.COM	VIA E-MAIL
PIERCE ROBERTSON	C/O PACHULSKI STANG ZIEHL & JONES LLP	ATTN: RICHARD M. PACHULSKI, ALAN J. KORNFELD, DEBRA I. GRASSGREEN, AND JASON H. ROSELL	10100 SANTA MONICA BLVD 13TH FLOOR	LOS ANGELES	CA	90067	RPACHULSKI@PSZJLAW.COM AKORNFELD@PSZJLAW.COM DGRASSGREEN@PSZJLAW.COM JROSELL@PSZJLAW.COM	VIA E-MAIL VIA E-MAIL VIA E-MAIL VIA ECF

STATE OF WASHINGTON	OFFICE OF ATTORNEY GENERAL	ATTN: STEPHEN MANNING, ASSISTANT ATTORNEY GENERAL	GOVERNMENT COMPLIANCE AND ENFORCEMENT DIVISION P O BOX 40100	OLYMPIA	WA	98504-4010		STEPHEN.MANNING@ATG.WA.GOV	VIA ECF
MARCUM LLP	MINTZ & GOLD LLP	ATTN: ANDREW R. GOTTESMAN	800 THIRD AVENUE, 25TH	NEW YORK	NY	10016		GOTTESMAN@MINTZANDGOLD.COM	VIA ECF
U.S. SECURITIES & EXCHANGE COMMISSION		ATTN: THERESE A. SCHEUER	100 F STREET, NE	WASHINGTON	DC	20549		SCHEUER@SEC.GOV	VIA E-MAIL
NEW YORK STATE DEPARTMENT OF FINANCIAL SERVICES	CONSUMER PROTECTION AND FINANCIAL ENFORCEMENT	ATTN: KEVIN R. PUVALOWSKI, LINDA DONAHUE, JASON D. ST. JOHN	ONE STATE STREET	NEW YORK	NY	10004		KEVIN.PUVALOWSKI@DFS.NY.GOV LINDA.DONAHUE@DFS.NY.GOV JASON.STJOHN@DFS.NY.GOV	VIA E-MAIL VIA E-MAIL VIA ECF

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

VOYAGER DIGITAL HOLDINGS, INC., *et al.*,

Debtors.¹

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Chapter 11

Case No. 22-10943(MEW)

(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF HARNEY
WESTWOOD & RIEGELS LP AS BVI COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF VOYAGER
DIGITAL HOLDINGS, INC., *ET AL.*, EFFECTIVE AS OF JULY 31, 2022**

Upon the *Application for Order Authorizing the Employment and Retention of Harney Westwood & Riegels LP as BVI Counsel to the Official Committee of Unsecured Creditors of Voyager Digital Holdings, Inc., et al., Effective as of July 31, 2022* (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) of Voyager Digital Holdings, Inc., *et al.* (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing the Committee to employ and retain Harneys as its BVI counsel, effective as of July 31, 2022, all as more fully set forth in the Application; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the Southern District of New York, entered February 1, 2012; and this Court having the power to enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Voyager Digital Holdings, Inc.’s and Voyager Digital Ltd.’s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC’s principal place of business is 701 S. Miami Ave, 8th Floor, Miami, FL 33131.

² Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Application.

Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Committee's notice of the Application and opportunity for a hearing on the Application were appropriate under the circumstances and no other notice need be provided; and the Court having reviewed the Application and Pease Declaration having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Application, the Pease Declaration, and at the Hearing establish just cause for the relief granted herein; and the Court being satisfied, based on the representations made in the Application and the Pease Declaration, that Harneys is a "disinterested person" as defined in Bankruptcy Code section 101(14) and does not hold or represent an interest adverse to the Debtors' estates with respect to any of the matters for which Harneys is to be engaged; and the Court finding that the employment of Harneys is necessary to the performance of the Committee's duties; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.
2. Pursuant to Bankruptcy Code sections 328(a) and 1103(a), the Committee is authorized to employ and retain Harneys as its BVI counsel to represent it in these cases under chapter 11 of the Bankruptcy Code on the terms set forth in the Application and the Pease Declaration, effective as of July 31, 2022.
3. Harneys shall be compensated in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, and the applicable Bankruptcy Rules, the applicable Local Rules, and any other applicable order of the Court. The Debtors are authorized and directed to compensate Harneys in accordance with the procedures set forth in the *Order (I)*

Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professional and (II) Granting Related Relief [Docket No. 236].

4. Harneys shall file a supplemental declaration with this Court and give not less than ten (10) business days' notice to the Debtors, the U.S. Trustee, and the Committee prior to any increases in the rates set forth in the Pease Declaration in these cases. The supplemental declaration shall explain the basis for the requested increases in accordance with Bankruptcy Code section 330(a)(3)(F) and state whether the Committee has consented to the rate increase.

5. The Committee is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Application.

6. To the extent the Application is inconsistent with this Order, the terms of this Order shall govern.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
_____, 2022

THE HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Pease Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

VOYAGER DIGITAL HOLDINGS, INC., *et al.*,

Debtors.¹

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Chapter 11

Case No. 22-10943(MEW)

(Jointly Administered)

**DECLARATION OF CHRISTOPHER PEASE IN SUPPORT OF APPLICATION
FOR ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
HARNEY WESTWOOD & RIEGELS LP AS BVI COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF VOYAGER
DIGITAL HOLDINGS, INC., *ET AL.*, EFFECTIVE AS OF JULY 31, 2022**

Under 28 U.S.C. § 1746, I, Christopher Pease, declare as follows under the penalty of perjury:

1. I am a Partner employed in the Dispute Resolution department of Harney Westwood & Riegels LP ("Harneys"), located at Craigmuir Chambers, Road Town, Tortola, British Virgin Islands ("BVI"), and I make this declaration in support of the Application.² I am a lawyer admitted to practice in the British Virgin Islands. There are no disciplinary proceedings against me.

2. Harneys is a global offshore law firm that maintains an office in the BVI. Harneys was founded in 1960 and has a widely diversified practice including dispute resolution, corporate and commercial law, private wealth, funds, banking and finance and regulatory and tax. The Dispute Resolution Department currently employs 19 lawyers and six support staff (including paralegal and secretarial staff).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Voyager Digital Holdings, Inc.'s and Voyager Digital Ltd.'s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC's principal place of business is 701 S. Miami Ave, 8th Floor, Miami, FL 33131.

² Capitalized terms used but not defined herein have the meanings ascribed to them in the Application.

3. Harneys has expertise in practice areas including insolvency, restructuring, fraud, arbitration, bankruptcy, investigations, corporate crimes and fraud, corporate and commercial litigation matters. Harneys also has expertise advising in relation to digital assets, including in a transaction context, as part of asset tracing and recovery and in an insolvency context. Accordingly, Harneys is well suited for the type of representation required by the Committee.

4. Harneys also has specific and relevant experience in the representation of liquidators and trustees including trustees in bankruptcy proceedings, and have provided advice on complex and litigious (and potentially litigious) issues that arise in the course of the administration of trusts and regularly appear before the British Virgin Islands courts. Harneys has experience with liaising and working cooperatively with overseas lead counsel by assisting with compliance with BVI rules and procedures, attending to routine and administrative matters as they arise, and otherwise providing services as may be required by lead counsel and in the best interests of its clients, all in a manner that promotes efficiency and avoids any unnecessary duplication of efforts by counsel.

5. Harneys intends to apply to the Court for compensation for professional services rendered and for reimbursement of expenses incurred in connection with this Chapter 11 Case pursuant to Bankruptcy Code sections 330 and 331, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1, and any other applicable rules and orders with respect to these Chapter 11 Cases. Harneys will charge the Committee for its legal services on an hourly basis at its regularly applicable hourly rates in connection with the services required in these Chapter 11 Cases.

6. Harneys hourly rates are \$150.00 - \$275.00 for paralegal work; \$400.00 - \$800.00 for associates and counsel; and up to \$1050.00 for partners. Harneys' hourly rates are subject to periodic adjustments to reflect economic and other conditions. It is anticipated

that Harneys services will primarily be provided by Peter Ferrer, whose hourly rate is \$1050.00, Christopher Pease whose hourly rate is \$925 and Megan Elms, whose hourly rate is \$420.00.

7. Harneys will also bill for out-of-pocket expenses made on behalf of the Committee, including photocopying, filing fees and international couriers, in accordance with practices in this District.

8. To the best of my knowledge and belief after due inquiry (the method of which is explained at paragraph 10 below), neither I, nor Harneys, nor any member or associate thereof, represents professionally, or has any connection with, the Debtor, his creditors, any other party-in-interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the Office of the United States Trustee otherwise than as explained or set out in this Declaration (including the tables at Schedule 2).

9. Harneys maintains a computer database (the "Database") containing, *inter alia*, the names of Harneys' current and former clients and, with respect to any engagement, adverse and related persons. I caused to be submitted to, and checked against, the Database all of the names listed on Schedule 1 (collectively, the "Potentially Interested Parties"). Harneys employees, who are familiar with the Database and searching it for compliance and conflict purposes, then considered any responses showing where we have acted on matters that may involve one or more of the Potentially Interested Parties.

10. Set forth in Schedule 2 annexed hereto is a list of parties from Schedule 1 that was either: (i) a client to whom time was posted in the 12 months preceding July 31, 2022, the date the Committee selected Harneys as its proposed BVI Counsel in matters wholly unrelated to the Chapter 11 Cases and the 3AC Liquidation (the "Current Clients"); (ii) a client to whom time was posted between 12 and 36 months preceding July 31, 2022, but for whom no time has been posted in the 12 months preceding July 31, 2022 (the "Former

Clients"); or (iii) a client to whom time was posted in the 36 months preceding July 31, 2022, but for which the client representation has been closed ("Closed Clients"). In connection with the services to be rendered to the Committee, Harneys will not commence a cause of action against any Current Client with respect to the Chapter 11 Cases, unless Harneys receives a waiver from the Current Client allowing Harneys to commence such action. In connection with the Chapter 11 Cases, to the extent any causes of action are commenced by or against any Current Client, and a waiver letter is not obtained permitting Harneys to participate in such action, Harneys will not act on such matters. In light of Harneys' role for the Committee in these proceedings, Harneys does not anticipate any such conflicts will arise.

11. According to (i) the searches carried out against the Database and (ii) the review of relevant information returned as a result of the searches, I can confirm to the best of my knowledge that Harneys has no relationship or connection with the Potentially Interested Parties, or, to the best of my knowledge, with any other creditor of the Debtor other than those set forth in Schedule 2 to this Declaration.

12. Although Harneys has made a diligent effort to ascertain the identity of any connections or potential conflicts with interested parties, to the extent that any additional information comes to light, Harneys will review, disclose, and resolve any conflict or adverse interests that may appear.

13. Based on the foregoing, insofar as I have been able to ascertain based on the information known to me and subject to the disclosures in Schedule 2: (a) Harneys has no connection to the Debtors, their creditors, the U.S. Trustee, any person employed in the office of the U.S. Trustee, or any other party with an actual or potential interest in the Chapter 11 Cases or their respective attorneys or accountants; and (b) neither Harneys nor any of its attorneys (i) is a creditor, equity security holder, or insider of the Debtors or their affiliates, (ii) has been, within two years before the Petition Date, a director, officer, or employee of the

Debtors or their affiliates, or (iii) has any interest materially adverse to the interests of the Debtors' estates or any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason. Therefore, I believe that Harneys is a "disinterested person" within the meaning of Bankruptcy Code section 101(14), as modified by section 1107(b).

14. The Committee and Harneys intend to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosure as set forth in the Revised UST Guidelines, both in connection with this Application and the interim and final fee applications to be filed by Harneys in the course of its engagement. In doing so, the Committee and Harneys reserve all rights as to the relevance and substantive legal effect of the Revised UST Guidelines with respect to any application for employment or compensation in these cases that falls within the ambit of the Revised UST Guidelines.

15. The following is provided in response to the request for additional information set forth in Section D.1 of the Revised UST Guidelines:

- a. Yes, Harneys agreed to waive its ordinary outlays and expenses charge usually applicable and applied at a rate four and half per cent of professional fees incurred. There is also a minor reduction to the hourly rate of Megan Elms;
- b. No rate of any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case.
- c. Harneys did not represent any member of the Committee in connection with the Chapter 11 Cases;
- d. The Committee and Harneys have agreed to an hourly charge-out rate for one senior partner, one junior partner and one associate for professional fees and have agreed that other members of the Harneys may assist from time to time as appropriate. Harneys have also agreed that they are willing to separately agree budgets for particular pieces of work

16. Harneys has neither shared nor agreed to share with any other person compensation received in these cases, except as is permitted by §504(b)(1) of the Bankruptcy Code.

17. Harneys consents that the following language may be included in any order by the Court approving the Harneys Retention Application:

Allowance of any compensation for Harneys shall be limited to the extent of services actually performed, and expenses actually incurred, as attorney for the Committee, and shall not include compensation for the performance of any of the trustee duties that are generally performed by a Committee without the assistance of an attorney.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: October 31, 2022

By: /s/ Christopher Pease
Christopher Pease
Partner
Harney Westwood & Riegels LP

Schedule 1

Potential Parties in Interest

List of Schedules

Schedule	Category
1(a)	Current and Former Affiliates
1(b)	Current and Former Directors and Officers
1(c)	Significant Equityholders
1(d)	Bankruptcy Professionals
1(e)	Banks / Lenders / Administrative Agents
1(f)	Contract Parties
1(g)	Customers
1(h)	Insurance
1(i)	Landlords
1(j)	Litigation
1(k)	Ordinary Course Professionals
1(l)	Potential M&A Transaction Counterparties
1(m)	Taxing Authorities / Government / Regulatory Agencies
1(n)	Top 50 Unsecured Creditors
1(o)	U.S. Trustee, Judges, and Court Contacts for the Southern District of New York
1(p)	Utilities
1(q)	Vendors

Schedule 1(a)

Current and Former Affiliates

Coinify Financial Services ApS
Coinify Global Solutions Inc.
Coinify Ltd.
Coinify Payments OU
Coinify Technologies ApS
HTC Trading Inc.
LGO SAS
Voyager Digital Brokerage Canada Ltd.
Voyager Digital Brokerage Ltd.
Voyager Digital Holdings Inc.
Voyager Digital LLC
Voyager Digital Ltd.
Voyager Digital NY LLC
Voyager Europe
Voyager European Holdings ApS
Voyager IP LLC
VYGR Holdings LLC
VYGR Management LLC

Schedule 1(b)

Current and Former Directors and Officers

Ackart, Jennifer
Barrilleaux, Janice
Bateman, Lewis
Brooks, Brian
Brosgol, David
Costantino, Daniel
Dreuz, Gaspard Aupepin de Lamothe
Egert, Mark
Ehrlich, Stephen
Elliott, Guy
Eytan, Philip
Frizzley, Jill
Gidwani, Rakesh
Hanshe, Gerard
Hugo, Victor
Jensen, Marshall
Keslassy, Jordana
Kramer, Pam
Kreiker, Serge
Ladhani, Akbar
Lavine, Shingo
Legg, Michael
Lightfoot, Jeffrey B.
Lilien, Jarrett
Pohl, Tim
Prithipaul, Ashwin
Psaropoulos, Evan
Ray, Matthew
Reynolds, Brandi
Stevens, Glenn
Toth, Krisztian
Vogel, Scott
Walmesley, Erin

Schedule 1(c)

Significant Equityholders

Alameda Research Ventures LLC

Schedule 1(d)

Bankruptcy Professionals

Berkeley Research Group LLC
Deloitte & Touche LLP
Fasken Martineau DuMoulin LLP
Grant Thornton LLP
Moelis & Co.
Quinn Emanuel Urquhart & Sullivan LLP
Stretto
Valuation Research Corp.

Schedule 1(e)

Banks / Lenders / Administrative Agents

Alameda Research Ltd.
Alameda Ventures Ltd.
Anchorage Digital Bank NA
Anchorage Lending CA LLC
Bank of Montreal
BitGo Prime LLC
BMO
Galaxy Digital LLC
Genesis Global Capital LLC
Metropolitan Commercial Bank
Signature Bank
Silvergate Bank
Tesseract Group Oy
Three Arrows Capital Ltd.

Schedule 1(f)

Contract Parties

Amazon.com Inc.
Celsius Network Ltd.
Chainalysis Inc.
Copper Technologies (UK) Ltd.
Cumberland DRW LLC
Dallas Basketball Ltd.
Dinwiddie Corp., The
DV Chain LLC
FiCentive Inc.
Fireblocks Inc.
Fireblocks Ltd.
Gronk Endorsements LLC
JSCT LLC
Landon Cassill Inc.
Ledger Technologies Inc.
Tai Mo Shan Ltd.
Talos Trading Inc.
ThoughtWorks Inc.
Usio Inc.
Wintermute Trading Ltd.

Schedule 1(g)

Customers

[CONFIDENTIAL]

Schedule 1(h)

Insurance

CAC Specialty Co.
FirstBrook Cassie & Anderson Ltd.
Great Midwestern Insurance Co.
Hartford Fire Insurance Co.
Hartford Underwriters Insurance Co.
Lloyd's of London Syndicate
MJD3 Associates LLC
Relm Insurance Ltd.
XL Specialty Insurance Co.

Schedule 1(i)

Landlords

Regus
WeWork Inc.

Schedule 1(j)

Litigation

Alabama, State of, Securities Commission Berk, Jordan
California, State of, Business, Consumer Services & Housing Agency, Department of
Financial Protection & Innovation
Cassidy, Mark
Indiana, State of, Securities Division
Kentucky, Commonwealth of, Department of Financial Institutions
New Jersey, State of, Bureau of Securities
Oklahoma, State of, Department of Securities
South Carolina, State of, Securities Commissioner
Texas, State of, Securities Board
US Bank NA
Vermont, State of, Department of Financial Regulation
Washington, State of, Department of Financial Institutions, Securities Division

Schedule 1(k)

Ordinary Course Professionals

Berger Singerman LLP
Conyers Dill & Pearman LLP
Day Pitney LLP
Frankfurt Kurnit Klein & Selz PC
Jackson Lewis PC
Jenner & Block LLP
Kramer Levin Naftalis & Frankel LLP
Lowenstein Sandler LLP
Mintz & Gold LLP
Paul Hastings LLP
Seyfarth Shaw LLP
Troutman Pepper Hamilton Sanders LLP
Walkers Corporate Ltd.

Schedule 1(l)

Potential M&A Transaction Counterparties

[CONFIDENTIAL]

Schedule 1(m)

Taxing Authorities / Government / Regulatory Agencies

Alabama, State of, Department of Revenue
Alaska, State of, Department of Revenue
Arizona, State of, Department of Revenue
Arkansas, State of, Department of Finance & Administration
California, State of, Franchise Tax Board
Connecticut, State of, Department of Revenue Services
Delaware, State of, Department of Revenue
Florida, State of, Department of Revenue
Georgia, State of, Department of Revenue
Idaho, State of, Tax Commission
Illinois, State of, Department of Revenue
Indiana, State of, Department of Revenue
Iowa, State of, Department of Revenue
Kansas, State of, Department of Revenue
Kentucky, Commonwealth of, Department of Revenue
Louisiana, State of, Department of Revenue
Maine, State of, Department of Revenue Services
Maryland, State of, Comptroller
Michigan, State of, Department of Treasury
Minnesota, State of, Department of Revenue
Mississippi, State of, Department of Revenue
Nebraska, State of, Department of Revenue
New Hampshire, State of, Department of Revenue Administration
New Jersey, State of, Division of Taxation
New Mexico, State of, Department of Tax & Revenue
North Carolina, State of, Department of Revenue
North Dakota, State of, Office of State Tax Commissioner
Oklahoma, State of, Tax Commission
Oregon, State of, Department of Revenue
Pennsylvania, Commonwealth of, Department of Revenue
Rhode Island, State of, Division of Taxation
South Carolina, State of, Department of Revenue
Tennessee, State of, Department of Revenue
Texas, State of, Comptroller of Public Accounts
Utah, State of, State Tax Commission
Virginia, Commonwealth of, Department of Taxation
Washington, D.C., Office of Tax & Revenue
West Virginia, State of, Tax Department
Wisconsin, State of, Department of Revenue

Schedule 1(n)

Top 50 Unsecured Creditors

Alameda Research LLC
[CONFIDENTIAL]

Schedule 1(o)

U.S. Trustee Personnel, Judges, and Court Contacts for the Southern District of New York

Arbeit, Susan
Beckerman, Lisa G.
Bruh, Mark, Esq.
Chapman, Shelley C.
Cornell, Shara
Drain, Robert D.
Garrity, James L., Jr.
Glenn, Martin
Harrington, William K.
Higgins, Benjamin J.
Jones, David S.
Lane, Sean H.
Masumoto, Brian S.
Morris, Cecelia G.
Morrissey, Richard C.
Riffkin, Linda A.
Schwartz, Andrea B.
Schwartzberg, Paul K.
Scott, Shannon
Tiantian, Tara
Velez-Rivera, Andy
Wells, Annie
Wiles, Michael E.
Zipes, Greg M.

Schedule 1(p)

Utilities

Phone.com Inc.
Verizon Wireless
WeWork Inc.

Schedule 1(q)

Vendors

15Five Inc.
33 Irving Tenant LLC
A&V Sports Group LLC
Accretive Capital
Accura Advokatpartnerselskab
Accurate Staffing Solutions Corp.
Ackart, Jennifer C.
Actimize Inc.
Acxiom LLC
Ada Support Inc.
Adam Atlas, Attorneys at Law
AdColony Inc.
Adobe
Adperio Network LLC
Advokaadibüroo Cobalt OÜ
Aiven
aktiencheck.de AG
A-LIGN
Alps Consulting LLP
Already Design Co.
Alvarez & Marsal Canada Inc.
Amalgamated Suncoast Portfolio LLC
Amazon
Amazon Web Services
Amazon Web Services Inc.
American Airlines
American Arbitration Association Inc.
Amicaz Group LLC
Angry Pug Sportswear LLC
Aon Consulting Inc.
Apple
Apple Inc.
Apple Search Ads
Appsflyer
Arianna Jonae LLC
Arndt, Krista
Arrow Search Partners
Atlassian
Aura Sub LLC
Authentic8 Inc.
Baker & McKenzie LLP
Bank Khanty-Mansiysk
Barefoot LLC
Barkley, Matthew M.
Bateman Capital Inc.
BDA International Ltd.

Beekman Social LLC
Behmer & Blackford LLP
Belk, Chandler
Benabe, Alejandro
Benchmark Co. LLC, The
Berger Singerman LLP
BetterInvesting Inc.
Beutler Enterprises Inc.
Beyond Studios
Big Outdoor Holdings LLC
BitGo Inc.
Bitrise.io
Blackwired (US) Inc.
Blake Cassels & Graydon LLP
Block Crypto Inc., The
Blockchain Association
Blockdaemon Inc.
BlockWorks Advisors LLC
BlockWorks Group LLC
Bloomberg Finance LP
Botero-Uribe, Sergio
BPM LLP
Brent, Karen
BrightEdge Technologies Inc.
Brill Advisors LLC
British Airways
Broadridge Financial Solutions Inc.
Brooks, Brian P.
Brunson, Jalen
Brunson, Jalen M.
BTC Media Ltd.
BTIG LLC
Buddakan Business Wire Inc.
Cabezas, Jamie
Campbells LLP
Canada Revenue Agency
Capone, Steven
Carbone
Carbone NYC
Cassill, Landon
Catamorphic Co.
CC API
CC Data
CCM Advisory LLC
CDS Clearing & Depository Services
CDW LLC
Certified Kernel Tech LLC
Chameleon Collective Consulting LLC
Chang Tsi & Co.
Chorba, Phillip J.

Chord Advisors LLC
Citigate Dewe Rogerson Ltd.
Cloud Posse LLC
Cloudflare Inc.
Clouddinary Ltd.
CNSX Markets Inc.
CNW Group Ltd.
Cockroach Labs Inc.
Coding Lobster
Coinbound Inc.
Colaprico, Danielle
ColorArt
Complex Sports & Entertainment LLC
Computershare Ltd.
Conbere, Anders
Concur Technologies Inc.
Consensus 2022
Constant Plan LLC, The
Conyers Dill & Pearman LLP
CorCom LLC
Corey Thomas Design
Corpay One Inc.
Cosmopolitan of Las Vegas, The
Costantino, Dan
Costantino, Daniel
Creative Circle LLC
Crypto Rating Council LLC, The
CXG Holdings Inc.
Cyber Job Central LLC
Cypress Group Staffing Inc.
CyZen Tech Co. Ltd.
Dajax LLC
Dallas Mavericks Inc.
Data.ai Inc.
Datadog Inc.
Daversa Partners Ltd.
David Bolton PC
Davis, Ashtyn
Day Pitney LLP
de Dreuzy, Gaspard
Dechert (Paris) LLP
Delaware, State of, Division of Revenue, Tax Agency
DeLeon, Zusette
Deloitte & Touche LLP
Delta Air Lines Inc.
Deshchenko, Anton
Devexperts Sofia Ltd.
Dezenhall Resources Ltd.
Diamond Equity Research LLC
Dianomi Inc.

Digital Commerce Bank
Digital Niche Agency
Digital257 Technologies Inc.
Dinwiddie Inc.
Dinwiddie, Spencer
Distinguished Search LLC
Distrust LLC
Docker Inc.
DocuSign Inc.
Donnelley Financial Solutions
Canada Corp. dotdigital Inc.
Dotmailer Inc.
DoubleStruck Designs
Dropbox Inc.
Duane Morris LLP
Duclair, Anthony
Elasticsearch Inc.
Elevate Brand Marketing Inc.
Ellenoff Grossman & Schole LLP
Endeavor Parent LLC
EQS Group AG
Eronin, Max
eSENTIAL
Accessibility Inc.
Esterhuizen, Eben
Exzac Inc.
Eytan, Philip
Fastly Inc.
Feissli, Stefan
Fidelifacts Metropolitan New York Inc.
Figma Inc.
Financial Services Information Sharing & Analysis Center
Find Your Happy LLC
Finney-Smith, Dorian
FirstBrook Cassie & Anderson Ltd.
Fivetran Inc.
Flint Inc.
Florida, State of, Department of Agriculture & Consumer Services
Fogie, Seth
Fort Capital Ontario Inc.
Fragomen Del Rey Bernsen & Loewy LLP
Frankfurt Kurnit Klein & Selz PC
Freshworks Inc.
Friends of Falcon Hockey Inc., The
Fundamental Research Corp.
Fusion of Ideas Inc.
Gilja, Neha
GitHub Inc.
Glass Lewis & Co. LLC
Glendale Securities Inc.

Glushon Sports Management
Good Causes Inc.
Goodbay Technologies Inc.
GoodHire
Google Ads Management Ltd.
Google Cloud
Google G Suite
Google LLC
Google Voice Inc.
Gorsuch, Michael
GRA Enterprises LLC
Grant Thornton LLP
Gravitational Inc.
Green, Derek
Green, Sheri
Greenhouse Software Inc.
Greifenkamp, Jonathan
Gronkowski, Chris
Gronkowski, Christopher
Gronkowski, Daniel
Gronkowski, Glenn
Gronkowski, Gordon
Gronkowski, Gordon, Jr.
Gronkowski, Rob
G-Suite Holdings Ltd.
Gyamfi, Andrew
HackerOne Inc.
Hamilton, Kristen
HappyFunCorp LLC
HardHead Marketing
Harris, Lindsey
Harrison, Tom
Hashtag Business LLC
Helman, David
Hill Dickinson LLP
Hireclout Inc.
Holt, Robert B.
Hotjar Ltd.
Hunt, Akeem
ICE Systems Inc.
Impact Tech Inc.
Independent Trading Group (ITG) Inc.
Indianapolis Motor Speedway LLC
Infinite Agency LLC
Infinite IP Corp.
Infinity Consulting Solutions Inc.
Interviewstreet Inc.
Intralinks SA
Intuit Inc.
IPQualityScore

IQTalent Partners Inc.
Ironclad Inc.
Iterable Inc.
JA Visual Solutions LLC
Jackson Lewis PC
Jackson, Davin A.
Jackson, Sean
JDI Studio LLC
Jensen Hughes Inc.
JetBlue Airways Corp.
JetBrains s.r.o.
JFrog Ltd.
Jivaro Professional Headhunters LLC
Johnson Rivers Lyons LLC
Johnson, Estelle
JP Galda & Co.
Jumio Corp.
Karashik, Adam
Kate Leavell Cos. LLC
Kaulig Racing Inc.
KCSA Strategic Communications
Kelber, Maximilian
Ketchum Inc.
Kforce Inc.
KLDDiscovery Ontrack LLC
Kleber, Maximilian
Klingenberg, Meghan
Knapp, Marla K.
KnowBe4 Inc.
Korn Ferry (US)
Koto Studio LLC
Kramer Levin Naftalis & Frankel LLP
Kramer, Pamela
Kratka, Mary
Kreiker, Serge
La Cantera Resort & Spa
Lagiglia, Dominique
Lakeshore Securities Inc.
Landgraf, Jennifer
Las Vegas Motor Speedway
LastPass
Laurel Hill Advisory Group LLC
LD Micro Inc.
Learfield Communications LLC
Lee, Janice
Levin Group Ltd.
Lin, Monica
LogMeIn
LogMeIn USA Inc.
Lord, Jessica

Loyalist LLC
Luk, Brian
Lussi, Tyler
Lytham Partners LLC
MaestroQA Inc.
Major Lindsey & Africa LLC
Malocca, Greg
Malwarebytes Inc.
Marcum LLP
Mark Fabiani LLC
Market One Media Group Inc.
Market Rebellion LLC
Marrelli Support Services Inc.
Maxx Management LLC
McCarter & English LLP
McCarthy Lebit Crystal & Liffman Co. LPA
McCrary, Chelsea
McCurdy, Tess
McDonald, Jess
McDonald, Jessica
Mediant Communications Inc.
Medium Rare Live LLC
Meltwater News US Inc.
Merlin Media LLC
MessageBank LLC
Meta Platforms Inc.
Microsoft Corp.
Mintz & Gold LLP
Miro SA
Mitchell, Jonahthan
Mixpanel Inc.
Mobile Action Inc.
Mohseni, Cyrus
monday.com Ltd.
Money Services Business Association Inc., The
Mortimer, Kelsey
Motivate Design LLC
Motive Interactive Inc.
Mountain Shadows Resort
MPJ Advisors LLC
MSG Arena LLC
NAI Interactive Ltd.
Nasdaq Corporate Solutions LLC
National Women's Soccer League LLC
NBCN Clearing Inc.
Netki Inc.
Network Redux LLC
New York, State of, Department of Taxation & Finance
Next for Me Media Inc.
NMLS

Noble Capital Markets
Noble Capital Markets Inc.
Nominis Advisory Ltd.
Ntilikina, Frank
NuMedia LLC
Oactive
Ogon LLC
Olivia Faria LLC
Online Business Systems Inc.
OnlineNotary.net
Ontario Securities Commission
OpsGenie
OpsGenie Inc.
Optimal Workshop
Oracle America Inc.
Organic Inc.
OST Labz Pvt. Ltd.
OTC Markets Group Inc.
Owen Bird Law Corp.
Pada Ventures Inc.
Pager Inc.
Pagerduty Inc.
Penn Recruiting LLC
Perkins Coie LLP
Pickwick Capital Partners LLC
Piper Cos. LLC
PitchBook Data Inc.
Plaid Inc.
PN Agency
PopNoggins LLC
PortSwigger Ltd.
Postman Basic Monthly
Powell, Dwight
PR Newswire Inc.
Premier Partnerships Inc.
Pressley, Toni
Printed Threads
Proconsul Capital Ltd.
Project 1972 Inc.
Pro-Sport Media Management LLC
Psaropoulos, Evan
PSAV Inc.
Psyhnov, Timofy
Publicist Inc.
QLUE Forensic Systems Inc.
Quality Wolves
Quantstamp Inc.
Quantum Talent Group, The
QWIL Inc.
Ramnarine, Chandkumar R.

Rashad A. Jennings Inc.
Ratzlaff, Cordell
Reciprocity Inc. Regus
Regus Management Group LLC
Reisz, Carey
Republic Crypto LLC
Residence Inn by Marriott Dayton Beavercreek
Ringside Canada Inc.
Ripple, Peter I.
Roadmunk Rocketship HQ LLC
Rockwell, Fred
Rodriguez, Kevin
Ronick, David
S&S Activewear LLC
Sabetmoghaddam, Paniz
Santoshi Enterprise Ltd.
Santucci, Amanda
Schiff Hardin LLP
Scott, John M.
Seeking Alpha Inc.
Segment.IO Inc.
Seprio LLC
Seyfarth Shaw LLP
Shei, Christopher
Sheraton Grand Nashville Downtown Hotel
Sidoti & Co. LLC
Sift Science Inc.
Silver Management Group Inc.
Singular Research LLC
Slack Technologies LLC
Sloane & Co. LLC
SLS South Beach
Smarsh Inc.
Smart City Networks LP
Snapchat
Snowflake Inc.
Snyk Inc.
Soar, Hannah
Socure Inc.
Soona Co.
Sovran, William O.
Spacelift Inc.
Spatialize
Sports Girls, The
SquareWorks Consulting LLC
Staab, Sam
Staab, Samantha
Standout Tech Solutions LLC
Stephenson, Charles
Sterling Trading Tech

STK International Inc.
Stockhouse Publishing Ltd.
Stockjock.com LP
StockVest Inc.
Stone, Isaiah
Swag.com Inc.
Sweet, Noah C.
Tableau Software Inc.
Tam, Miko
Tapjoy Inc.
Taylor & Gray LLC
Techracers Pvt. Ltd.
Teneo Strategy LLC
Tennessee, State of, Department of Revenue
Terminal Inc.
Thompson House Group
TradingView Inc.
Travelator Inc.
Travelbank Ltd.
Travelers Cos. Inc., The
Troutman Pepper Hamilton Sanders LLP
TSX Inc.
Tuple Technologies Pte. Ltd.
Turnbull, James
Turner, Trea
Turner, Trea V.
Twilio Inc.
Twitter Inc.
Typeform SL
Uber Technologies Inc.
Unique Prints LLC
United Airlines Holdings Inc.
United Parcel Service Inc.
Unity Technologies Corp.
Upside Business Travel
UserTesting Inc.
Valdes-Scantling, Marquez
Valuation Research Corp.
Venture Group Capital LLC
Verizon Wireless Services LLC
Vijay, Kumar B.
Vincent Manufacturing Inc.
Vo, Donna
Vulcanize Inc.
W Dallas - Victory
W New York - Union Square
Walkers Corporate Ltd.
Walkers Ireland LLP
Wall Street Blockchain Alliance
Wall Street Dead aHead Networking LLC

Wandering Bear Inc.
Watt, Ally
Watt, Ally M.
Weisman Tech Law LLC
Westphal, Christen
WeWork Inc.
Whistler Search Partners LLC
White, Jarobi
WilliamsMarston LLC
Willis Towers Watson PLC
Winjit Technologies Pvt. Ltd.
Winslow, The
Wrike Inc.
WRZ Chartered Accountants
Yanpolsky, Andre
Yuen, Eva
Zapier Inc.
Zendesk Inc.
ZeroFox Inc.
Zoom Video Communications Inc.

Schedule 2

Connections List

**Schedule 2(a) – Current Relationships - Current¹ Clients², Instructing Parties³ and
Service Providers**

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Harneys Client, Instructing Party or Service Provider	Relationship
Alameda Research Ltd	Alameda Research Ltd	Current Client
Baker McKenzie	Baker McKenzie	Instructing Party
[REDACTED]	[REDACTED]	[REDACTED]
Galaxy Digital LP	Galaxy Digital LP	Current Client
Github	Github	Service provider to Harneys
Grant Thornton LLP	Grant Thornton UK LLP	Current Client
Grant Thornton LLP	Grant Thornton (BVI) Limited	Current Client
[REDACTED]	[REDACTED]	[REDACTED]
Kirkland & Ellis LLP	Kirkland & Ellis	Instructing Party
Meta Platforms, Inc.	Meta Platforms Inc. dba "Meta" formerly Facebook, Inc.	Current Client
Nasdaq Corporate Solutions, LLC	Nasdaq Corporate Solutions International Limited	Service provider to Harneys
McDermott, Will & Emery	McDermott, Will & Emery	Instructing Party
[REDACTED]	[REDACTED]	[REDACTED]
Oracle America, Inc	Oracle America, Inc	Current Client
Paul Hastings LLP	Paul Hastings LLP	Instructing Party
Signature Bank	Signature Bank	Current Client
[REDACTED]	[REDACTED]	[REDACTED]

¹ The term “current client” means a client to whom time was posted in the 12 months preceding July 31, 2022, the date the Committee selected Harneys as its proposed BVI counsel.

² Harneys may currently represent or have previously represented certain affiliates of the entities disclosed herein, and the disclosure is accordingly broad in scope.

³ Harneys have been authorized to take instructions from the entities disclosed herein on behalf of clients. Typically, these entities are lead counsel for the underlying client.

Schedule 2(b) – Former Clients⁴ or Instructing Parties

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that was a Harneys Client or Instructing Party	Relationship
Bank of Montreal	Bank of Montreal	Former Client
Berkeley Research Group	Berkeley Quantitative Research Limited	Former Client
[REDACTED]	[REDACTED]	[REDACTED]
BMO	BMO Harris Bank	Former Client
[REDACTED]	[REDACTED]	[REDACTED]
Grant Thornton LLP	Grant Thornton Specialist Services (Cayman) Limited	Former Client
Grant Thornton LLP	Grant Thornton Australia	Former Client
Quinn Emmanuel	Quinn Emmanuel	Former Instructing Party
Schiff Hardin LLP	Schiff Hardin LLP	Former Instructing Party
WeWork	WeWork	Former Client

⁴ The term “former client” means a client to whom time was posted between 12 and 36 months preceding July 31, 2022, the date the Committee selected Harneys as its proposed BVI counsel, but for whom no time has been posted in the 12 months preceding July 31, 2022.

Schedule 2(c) – Closed Clients⁵ or Instructing Parties

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that was a Harneys Client or Instructing Party	Relationship
Amazon	Amazon.com, Inc	Closed Client
Amazon	Amazon Investment Group Limited	Closed Client
Campbell LLP	Campbells	Closed Client
CDW LLC	CDW International	Closed Client
Conyers Dill & Pearman	Conyers Dill & Pearman	Closed Client
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
Deloitte & Touche	Deloitte & Touche	Closed Client
Deloitte & Touche	Deloitte & Touche Tohmatsu	Closed Client
Deloitte & Touche	Deloitte & Touche LLP Singapore	Closed Client
Deloitte & Touche	Deloitte & Touche M.E.	Closed Client
Deloitte & Touche	Deloitte & Touche USC	Closed Client
Deloitte & Touche	Deloitte & Touche Financial Advisory Services Pte Ltd	Closed Client
Deloitte Tax LLP	Deloitte Tax Wirtschaftsprüfungs GmbH	Closed Client
Kramer Levin Naftalis & Frankel LLP	Kramer Levin Naftalis & Frankel LLP	Closed Instructing Party
Lowenstein Sandler LLP	Lowenstein Sandler PC	Closed Client
Marcum LLP	Marcum BP LLP	Closed Client
McCarter & English LLP	McCarter & English LLP	Closed Instructing Party
Miro	Miró Capital Services Ltd.	Closed Client
Seyfarth Shaw LLP	Seyfarth Shaw LLP	Closed Instructing Party

⁵ The term “closed client” means a client to whom time was posted in the 36 months preceding July 31, 2022, the date the Committee selected Harneys as its proposed BVI counsel, but for which the client representation has been closed.